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January 6, 2006

REDACTED – FOR PUBLIC INSPECTION

VIA ELECTRONIC FILING

Ms. Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

**Re: Response to Information and Document Request of December 5, 2005 and
Submission of Confidential and Highly Confidential Documents Under Seal
Pursuant to Protective Order (DA 05-1673) and Second Protective Order
(DA 05-3226) Issued in MB Docket No. 05-192**

Dear Ms. Dortch:

On Monday, December 19, 2005, Time Warner Inc. ("Time Warner") filed its initial response (the "Initial Response") to the December 5, 2005 letter from Donna C. Gregg, Media Bureau Chief, transmitting a request for certain information and documents (the "Information and Document Request") related to the transactions involving Time Warner, Comcast Corporation ("Comcast"), and Adelphia Communications Corporation ("Adelphia") that are the subject of the Consolidated Application for Authority to Transfer Control in MB Docket No. 05-192. As indicated in the Initial Response, certain information and documents to be produced by Time Warner in response to the Information and Document Request include highly confidential information for which Time Warner submitted a request for expanded confidentiality protection jointly with Adelphia and Comcast. As such, the Initial Response included only certain responsive materials for which confidentiality had not been requested and which had been completed to date.


On Thursday, December 22, 2005, Time Warner submitted, pursuant to the Initial Protective Order and Second Protective Order in this proceeding, a substantial portion of the confidential and highly confidential Exhibits and Documents associated with the Initial Response. At that time, Time Warner also indicated that certain other confidential and highly confidential Exhibits and Document Sets were not included with the filing as Time Warner was still in the process of retrieving and reviewing materials potentially responsive to the Information and Document Request, and that such additional responsive materials would be submitted on a rolling basis as such review was completed.

Transmitted herewith is the redacted version of a submission of a supplementary set of Exhibits and Document Sets responsive to the Information and Document Request. Specifically, the unredacted version of this submission contains (1) an updated Exhibit III(E)(2), (2) a supplementary set of documents to Document Set E (submitted December 22, 2005) responding to question III. I. of the Information and Document Request, (3) Document Set F, responding to production question III. J. of the Information and Document Request, (4) the original officer's affidavit responsive to question V. B. of the Information and Document Request. Please note that these materials include confidential and highly confidential information that are entitled to additional protection under the Initial Protective Order and Second Protective Order. Certain other Exhibits and Document Sets are not included with this filing, however, as Time Warner continues to retrieve and review materials responsive to the Information and Document Request. These remaining documents will be submitted on a rolling basis as Time Warner's ongoing retrieval and review efforts are completed.

This redacted version of this submission is being provided to FCC staff pursuant to the terms of the Initial Protective Order and Second Protective Order. In addition, pursuant to the Initial Protective Order and Second Protective Order, Time Warner is submitting copies of the unredacted, confidential and highly confidential version of its Exhibits and Document Sets (the "Confidential Filing") to Julie Salovaara and Brenda Lewis, Industry Analysis Division, Media Bureau. The Confidential Filing will be made available for inspection, pursuant to the terms of the Initial and Second Protective Orders, at the offices of Fleischman and Walsh, L.L.P. at the address above. Arrangements for inspection may be made by contacting Craig A. Gilley at (202) 939-7900.

Please do not hesitate to contact the undersigned if you have any questions.

Respectfully submitted,


Arthur H. Harding
Counsel for Time Warner Inc.

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ATTACHMENTS REDACTED PURSUANT TO
PROTECTIVE ORDERS IN MB DOCKET 05-192